

STATE OF KENTUCKY )

)

SS.

COUNTY OF FAYETTE )

OPTIONAL FILE

**Letter of Guarantee**

LY Acquisition, LLC ("Acquisition") hereby guarantees any and all financial obligations for Lightyear Network Solutions, LLC ("Applicant") attendant to Applicant's operations as a telecommunications carrier in the State of Illinois. Acquisition is the owner of all the issued and outstanding stock of the Applicant, and issues this Letter of Guarantee in support of Applicant's application for a certificate of local and interexchange authority pending before the Illinois Commerce Commission.

**LY Acquisition, LLC**

Signed: W. Brent Rice

By: W. Brent Rice

Title: Interim CEO

The above-named W. Brent Rice appeared before me today and swore that (s)he is the Interim CEO of LY Acquisition, LLC and is duly authorized by its members to execute the foregoing Letter of Guarantee on its behalf.

Subscribed and Sworn to me this 25<sup>th</sup> day of January, 2004.

Notary Public:

David K Walker

My Commission expires:

3/4/2004